

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Mar 04 1998 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **S77475** (9)

1. Corporation Name  
**BROD HOLDINGS, INC.**

|                                                                                                                |                                                                                                    |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>1111 KANE CONCOURSE<br/>SUITE 310<br/>BAY HARBOR ISLANDS FL 33154<br/>US</b> | Mailing Address<br><b>1111 KANE CONCOURSE<br/>SUITE 310<br/>BAY HARBOR ISLANDS FL 33154<br/>US</b> |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                                                                               |  |                                                                                                                                                                            |  |                                                                                     |
|-----------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country                                                                                         |  | 3. Date Incorporated or Qualified<br><b>08/30/1991</b>                              |
| 4. FEI Number<br><b>65-0315523</b>                                                            |  | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                  |  | Applied For<br>Not Applicable                                                       |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>            |  | 7. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  | <b>\$8.75 Additional<br/>Fee Required</b><br><b>\$5.00 May Be<br/>Added to Fees</b> |

|                                                                                                                                              |  |                                                                                                                                                         |  |
|----------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>INTRASTATE REGISTERED AGENT CORPORATION<br/>701 BRICKELL AVENUE<br/>MIAMI FL 33313</b> |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City <b>FL</b> 85 Zip Code |  |
|----------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------|--|

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

|                                                    |                                                                                         |                                                                    |                                                                   |
|----------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                         |                                                                                         | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12              |                                                                   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <b>DPSY<br/>BROD, GEORGE<br/>1111 KANE CONCOURSE, STE 310<br/>BAY HARBOR ISLANDS FL</b> | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <input type="checkbox"/> DELETE                                                         | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <input type="checkbox"/> DELETE                                                         | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <input type="checkbox"/> DELETE                                                         | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <input type="checkbox"/> DELETE                                                         | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP | <input type="checkbox"/> DELETE                                                         | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY - ST - ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/19/98 305-867-7555

CR2E034 (10/97)